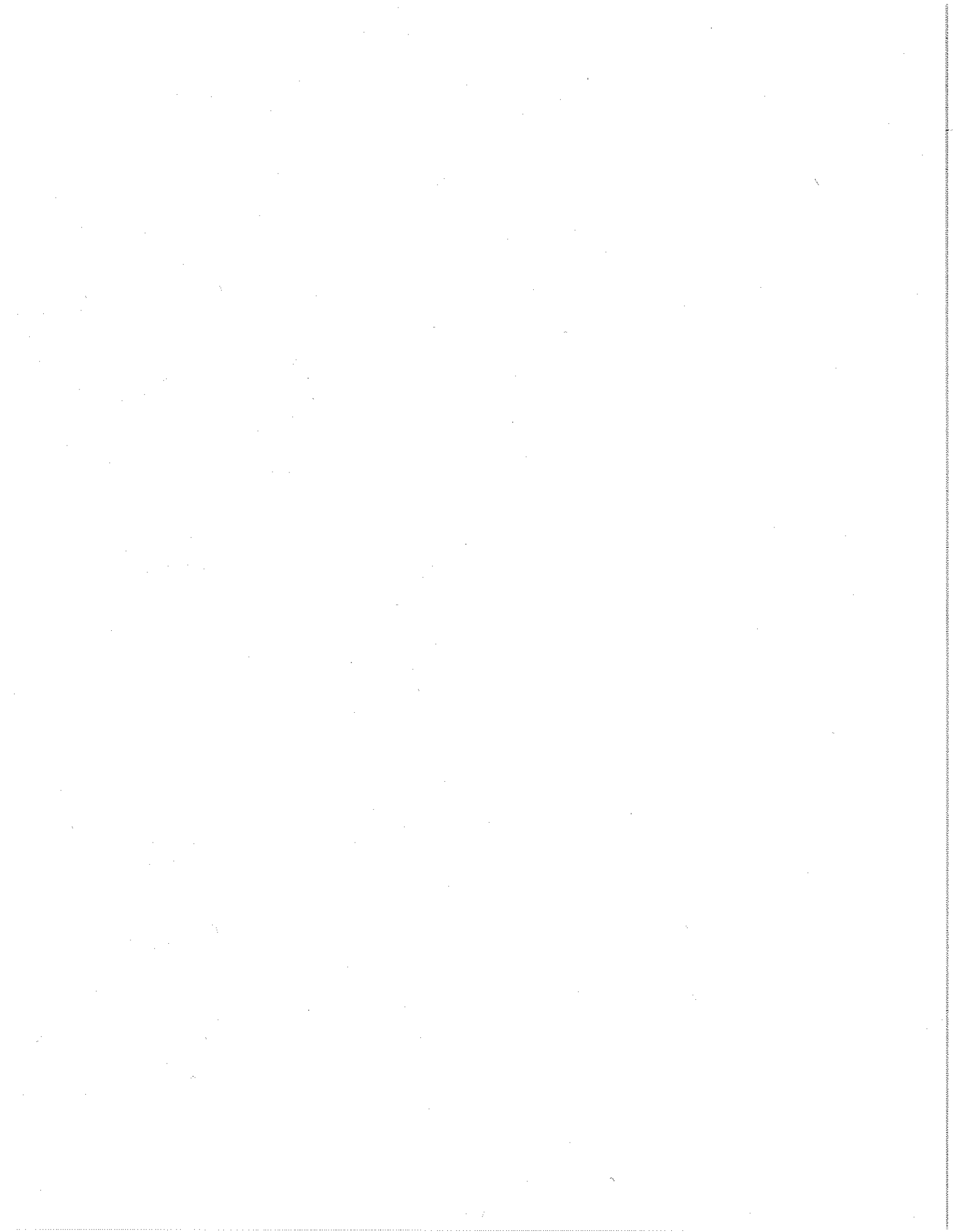


ARTICLES
OF
INCORPORATION



**ARTICLES OF INCORPORATION
OF
BROOKE FARM HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of Chapter 10 of Title 13.1 of the 1950 Code of Virginia, as amended, the undersigned, who is at least twenty-one (21) years of age, has this day, by execution of these Articles of Incorporation, voluntarily declared himself to be an incorporator for the purpose of forming a non-stock, nonprofit corporation pursuant to the general laws of the Commonwealth of Virginia, and does hereby certify:

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation is Brooke Farm Homeowners Association, Inc., hereinafter called the "Association."

**ARTICLE II
REGISTERED OFFICE**

The initial registered office of the Association is located at 13663 Office Place, Suite 201, Woodbridge, Virginia 22192, which is in the County of Prince William.

**ARTICLE III
REGISTERED AGENT**

Michael D. Lubeley, who is a resident of Virginia, a member of the Virginia State Bar and whose address is 13663 Office Place, Suite 201, in the County of Prince William, (being the same address as the registered office) is hereby appointed the initial registered agent of this Association.

**ARTICLE IV
POWERS AND PURPOSES**

This Association does not contemplate pecuniary gain or profit, direct or indirect, to the members thereof, and the specific purposes for which it is formed are to provide for or assure maintenance, preservation and architectural control of the Lots and Common Area within the Property known or to be known as Brooke Farm in the County of Prince William, Virginia ("The Property"), including such additions thereto as may be hereafter brought within the jurisdiction of the Association, and any additions thereto as may hereafter be brought within the jurisdiction of this Association. For this purpose the Association shall have the power and authority to:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the Property and recorded or to be recorded among the Land Records of the County of Prince William, Virginia, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length and made a part hereof;

(b) Fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith, including all office expenses, licenses, taxes or governmental charges levied or imposed against the property of the Association and all other expenses incident to the conduct of the business of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs incurred;

(d) Borrow money, and with the assent of more than two thirds (2/3) of each class of members' mortgagees, pledge, deed in trust, or hypothecate any or all of the real or personal property owned by the Association as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area to any entity, public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by all members entitled to vote. No such dedication or transfer shall be effective unless two thirds (2/3) of each class of the then voting members agree to such dedication, sale or transfer at any special meeting of the members duly called for such purpose, unless the Declaration or Bylaws provide otherwise.

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of more than two thirds (2/3) of each class of members, unless the Declaration or Bylaws provide otherwise.

(g) Have and exercise any and all powers, rights and privileges which a non-stock, nonprofit corporation organized under the laws of the Commonwealth of Virginia by law may now or hereafter have or exercise.

ARTICLE V NO CAPITAL STOCK

This Association is not authorized to issue any capital stock and shall not be operated for profit. The Association does not anticipate distributing dividends, gains or profits to its members. No member shall have any personal liability for the debts or obligations of the Association.

ARTICLE VI VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A: Class A members shall be all Owners with the exception of the Declarant (with respect to any Lot for which the Declarant holds a Class B membership,) and Class A members shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised

as they, among themselves, determine, but in no event shall more than one (1) vote be cast by a Class A member with respect to any Lot.

Class B: The Class B member(s) shall be the Declarant (as defined in the Declaration) and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to a Class A membership upon the happening of any of the following events, whichever occurs earliest:

- (i) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (ii) December 31, 2007.
- (iii) Such earlier time as Declarant in its sole discretion, determines.

Notwithstanding the foregoing, in the event of annexation of any additional properties, Class B membership shall be revised with respect to all Lots owned by the Declarant on the annexed property. Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first:

- (i) when the total votes outstanding in the Class A memberships in the annexed property equal the total votes outstanding in the Class B membership in such annexed property, or
- (ii) Four (4) years from the date of recordation of the final Deed of Dedication or Supplemental Declaration for the last portion of such annexed property.

The members of the Association shall have no preemptive rights, as such members, to acquire any memberships of this Association that may at any time be issued by the Association except as may be specifically provided in these Articles of Incorporation or the Bylaws of the Association.

ARTICLE VII MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot forming a part of the Property including contract sellers, shall be a member of the Association; provided that any such person or entity who or which holds such interest merely as security for the performance of an obligation shall not be a member. Membership shall be appurtenant to and may not be separated from ownership of any Lot that is subject to assessment by the Association.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of three (3) Directors who shall be initially appointed by the Declarant and then elected by the members according to the Bylaws of the Association. The Directors need not be members of the

Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to initially act in the capacity of Directors until the selection of their successors are:

John D. Long
8253-J Backlick Road
Lorton, VA 22079

James Overson
8253-J Backlick Road
Lorton, VA 22079

Robert Hillis
8253-J Backlick Road
Lorton, VA 22079

ARTICLE IX DISSOLUTION

The Association shall exist in perpetuity unless dissolved as provided herein.

The Association may be dissolved at an Annual or Special Meeting by the vote of more than two thirds (2/3) of the Members of each Class as provided in Section 13.1C902, Code of Virginia, 1950, as amended. Written notice of such proposed action shall be sent to all Members not less than twenty-five (25) or more than fifty (50) days prior to a meeting called for such purpose. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall not be disposed of to any entity other than a non-profit organization conceived and organized to own and maintain such assets or to an appropriate public agency or to the County of Prince William.

ARTICLE X AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this Corporation, under the laws of the Commonwealth of Virginia, the undersigned, incorporator of this Association, has executed these Articles of incorporation this 21st day of February, 2001.


John E. Rinaldi, Incorporator

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

March 1, 2001

The State Corporation Commission has found the accompanying articles submitted on behalf of
Brooke Farm Homeowners Association, Inc.

to comply with the requirements of law, and confirms payment of all required fees.

Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective March 1, 2001.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

CORPACPT
CIS0436
01-02-28-0032